

File Number 3027-056-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE
AND CORRECT COPY, CONSISTING OF 8 PAGES, AS TAKEN FROM THE ORIGINAL
ON FILE IN THIS OFFICE FOR ARTHUR J. GALLAGHER RISK MANAGEMENT
SERVICES, INC..*****

State of New Hampshire
Mergers - Corporations 8 Page(s)



T1000431043



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 31ST
day of DECEMBER A.D. 2009

Jesse White

FORM BCA 11.25 (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Secretary of State
Department of Business Services
601 S. Second St., Rm. 350
Springfield, IL 62768
217-782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$100, but if merger or
consolidation involves more than two
corporations, submit \$50 for each
additional corporation.

FILED

DEC 21 2009

JESSE WHITE
SECRETARY OF STATE

File # 30270568 Filing Fee: \$ 100.00 Approved: lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~^{merge} and State or Country of Incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Manning & Smith Insurance, Inc.</u>	<u>Kansas</u>	<u>NR</u>
<u>Arthur J. Gallagher Risk Management Services, Inc.</u>	<u>Illinois</u>	<u>30270568</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~^{surviving} corporation: Arthur J. Gallagher Risk Management Services, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~^{merger} is as follows:
~~exchange~~

See Appendix A. Merger effective as of December 31, 2009.

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation: Arthur J. Gallagher Risk Management Services, Inc.	By the shareholders, a resolution of the board of directors having been duly adopted and submit- ted to a vote at a meeting of shareholders. Not less than the minimum num- ber of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

- a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? ☐ Yes ☐ No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 17, 2009 Manning & Smith Insurance, Inc.
Month & Day Year Exact Name of Corporation
April Hanes-Dowd
Any Authorized Officer's Signature
April Hanes-Dowd, Secretary
Name and Title (type or print)

Dated December 17, 2009 Arthur J. Gallagher Risk Management Services, Inc.
Month & Day Year Exact Name of Corporation
April Hanes-Dowd
Any Authorized Officer's Signature
April Hanes-Dowd, Secretary
Name and Title (type or print)

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Plan") is made as of December 31, 2009, by and among Manning & Smith Insurance, Inc., a Kansas corporation (the "Terminating Corporation"), and Arthur J. Gallagher Risk Management Services, Inc., an Illinois corporation (the "Company"). The Terminating Corporation and the Company are sometimes referred to herein as the "Constituent Corporations."

The authorized and outstanding capital stock of each of the Constituent Corporations is set forth in Schedule A hereto. All outstanding shares of capital stock of each of the Constituent Corporations are entitled to vote on this Merger Plan.

A. TERMS AND CONDITIONS

1.1 Merger.

The Terminating Corporation shall be merged with and into the Company, and the Company shall be the surviving company (sometimes referred to below as the "Surviving Company"), effective at 5:00 p.m. central daylight time on December 31, 2009 (the "Effective Time"). The articles of merger or certificates of merger, as applicable, relating to this Merger Plan shall be filed with the Secretaries of State, or persons holding similar office, of each of the Constituent Corporations in accordance with the laws of the states of their incorporation (such states hereinafter referred to as the "States of Incorporation").

1.2 Succession.

As of the Effective Time, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises of a public or a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations shall be taken and deemed transferred to and vested in the Surviving Company without further act or deed, in the manner of and as more fully set forth in 805 ILCS 5/11.50(a)(4) of the Illinois Business Corporation Act.

1.3 Capitalization of the Terminating Corporation and the Company.

All of the issued and outstanding shares of each of the Constituent Corporation are owned by the shareholder set forth on Schedule A hereto. At the Effective Time, each share of the capital stock of the Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall be deemed to be the issued and outstanding shares of the surviving corporation. Each share of the capital stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled and

extinguished and no further consideration shall be given therefor.

B. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation and By-laws of the Company.

The Certificate of Incorporation of the Company in effect at the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Company without change or amendment. The By-laws of the Company in effect at the Effective Time shall continue to be the By-laws of the Surviving Company without change or amendment until further amended in accordance with their provisions and applicable law.

2.2 Sole Shareholder.

The sole shareholder of the Company immediately prior to the Effective Time shall be the sole shareholder of the Surviving Company at and after the Effective Time.

2.3 Directors and Officers.

The directors and officers of the Company immediately prior to the Effective Time shall be the directors and officers of the Surviving Company at and after the Effective Time.

C. MISCELLANEOUS

3.1 Further Assurances.

From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Terminating Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect or to confirm of record or otherwise, in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of the Terminating Corporation and otherwise to carry out the purposes of this Merger Plan, and the sole shareholder of the Surviving Company is fully authorized in the name and on behalf of the Terminating Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Amendment.

At any time before the filing of the Certificate of Merger or Articles of Merger, as applicable, this Merger Plan may be amended by any Constituent Corporation in any manner as may be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Plan.

3.3 Principal Office.

The principal office of the Surviving Company is located at Two Pierce Place, Itasca, Illinois 60143.

3.4 Service of Process.

The Surviving Company hereby acknowledges and agrees that it may be served with process in the State of Kansas in any proceeding for the enforcement of any obligation, including taxes, of the Terminating Corporation in the State of Kansas, previously amenable to suit therein, in any proceeding for the enforcement of the rights of a dissenting shareholder of the Terminating Corporation against the Surviving Company, and any proceeding involving an obligation thereafter incurred by the Surviving Company in the State of Kansas. The Surviving Company hereby irrevocably appoints the secretary of state or person holding similar office (the "Secretary of State") of the State of Kansas as its agent to accept service of process in any such proceeding. The Secretary of State shall mail a copy of the process in any such proceeding to the Surviving Company at the principal address contained in Section 3.3 above; provided, however, that should a Secretary of State not be permitted by law or otherwise to accept service of process on behalf of the Surviving Company in any such proceeding, the service of process shall be accepted by the Surviving Company's registered agent at its registered office in such state.

3.5 Dissenting Shareholders.

Subject to Section 3.4 above, the Surviving Company hereby agrees that it will promptly pay to the dissenting shareholders of the Terminating Corporation the amount, if any, to which such dissenting shareholders shall be entitled under the provisions of the laws of the State of Kansas with respect to the rights of dissenting shareholders.

3.6 Qualification.

The Surviving Company hereby gives notice of its desire to transact business as a foreign corporation in the State of Kansas.

3.7 Right of Inspection.

This Merger Plan will be furnished by the Surviving Company on request and without cost to any shareholder of any Constituent Corporation. An executed copy of this Merger Plan is on file at the principal place of business of the Surviving Company at Two Pierce Place, Itasca, Illinois 60143, and is available for inspection during normal business hours by any shareholder of any Constituent Corporation.

3.8 Termination.

At any time before the filing of the Articles of Merger, this Merger Plan may be

terminated and the Merger may be abandoned by any Constituent Corporation.

3.9 Counterparts.

This Merger Plan may be executed in two or more identical counterparts, all of which shall be considered one and the same agreement.

**[Remainder of page intentionally left blank,
Signature pages to follow.]**

Schedule A

Authorized and Outstanding Capital Stock

Constituent Entity	State of Incorporation	Capital Stock	Authorized	Outstanding	Stockholder(s)
Company	Illinois	common stock, par value \$10.00 per share	650 shares	370 shares	Arthur J. Gallagher Brokerage & Risk Management Services, LLC
Terminating Company	Kansas	common stock, par value \$1.00 per share	1,000 shares	1,000 shares	Arthur J. Gallagher Brokerage & Risk Management Services, LLC